

Bylaws of the Clearwater Fly Casters

Approved 5/8/2013

Preamble

The Clearwater Fly Casters (hereafter referred to as the " club") is a group of individuals who enjoy fly-fishing and seek to encourage others in their pursuit of the sport and to perpetuate fly-fishing through educational and conservation activities, both for members of the club and for the community at large.

The goal of the Clearwater Fly Casters is to promote the sport of fly-fishing and encourage the preservation of our natural resources as stated in the Articles of Incorporation, Article III.

By-Laws

These by-laws may be amended at any time by a two-thirds vote of the membership present at any general meeting, provided a quorum is present.

Board of Directors/Executive Committee

The Board of Directors shall consist of all club officers. The number of directors shall be no less than three as specified in the Articles of Incorporation, Article VIII. The Board of Directors is responsible for insuring the legal and ethical integrity of the club, and for representing and/or acting on behalf of the club in any matter of legal standard or ethical norm.

The Executive Committee shall consist of all club officers and club standing committee chairs. The Executive Committee is responsible for conducting the day-to-day business of the club for the good of the club and its members.

Club Officers

Club officers shall be elected by the general membership at a general meeting. Any club officer can be recalled at any time by a vote of the general membership at any general meeting. Club officers normally serve from January until December. A vacancy shall be filled with a temporary appointment made by the President until the next election cycle for that office.

Past President: The immediate Past President shall maintain a voting position on the Executive Committee. The past president shall be an advisor for the committee and assist the President as needed.

President: The President shall serve for a one-year term. Duties include running the general meetings, organizing annual club outings, scheduling and presiding over Board of Director and Executive Committee meetings, and directing general club business.

Vice-President: The Vice-President shall serve for a one-year term and then serve the following year as President. In the event that the President cannot perform his/her duties, the Vice-President shall substitute as President. Furthermore the Vice-President shall be charged with helping to organize club outings and generally assisting the president as needed.

Secretary: The Secretary shall serve for a two-year term, without term limits. The Secretary shall take minutes of Board of Director and Executive Committee meetings and maintain a record of motions approved at general membership meetings.

Treasurer: The Treasurer shall serve for a two-year term, without term limits. The Treasurer shall handle all financial transactions for the club, maintaining the appropriate savings and checking accounts as designated by the Board of Directors.

Two additional club members in good standing appointed by the President and approved by the Board of Directors shall also have signature authority on the club checking account. The Treasurer shall give a financial report to the club at least once a year. The Treasurer shall provide the Executive Committee an accounting of financial transactions at each executive meeting. The Treasurer, if eligible, shall be the Registered Agent of the corporation (Clearwater Fly Casters) with the State of Washington. If the Treasurer is not eligible, another member of the Executive Committee, or if necessary another club member in good standing, shall be appointed by the President and approved by the Board of Directors as the Registered Agent.

Standing Committees/Chairs

Standing committee chairpersons shall be elected by the general membership at a general meeting. All chairs shall serve for an indefinite period of time. Any club chair can be recalled at any time by a vote of the general membership at any general meeting. A vacancy shall be filled with a temporary appointment made by the President until the next election of club officers. A committee chair may, at his/her option, recruit additional committee members from the general membership to assist in carrying out the responsibilities of the committee.

Conservation Chair: The Conservation Chair shall be responsible for representing the club's interests and proposing club initiatives pertaining to conservation issues.

Federation of Fly Fishers Representative: The Federation of Fly Fishers (FFF) Representative shall be the liaison between the club and the FFF and between the club and the Washington State Council of the FFF. The FFF Representative shall keep the club updated on FFF issues and is encouraged to attend the annual meeting of the FFF Washington State Council and the FFF Conclave as the club's representative.

Historian: The Historian shall be responsible for maintaining the official archives of the club, including the Articles of Incorporation, the Bylaws, and paper copies of past newsletters. Additional duties shall be collecting, displaying and maintaining important historical memorabilia, the club library, and the club photograph album. If the position of club Historian becomes vacant, the club Secretary shall maintain the archives and other club materials until a new Historian is elected.

Newsletter Editor: The Newsletter Editor shall be responsible for collecting and distributing information to the general membership and other entities (other fly-fishing clubs, state agencies, etc) in the form of a newsletter. The newsletter shall be delivered to the

membership prior to each monthly meeting. The Newsletter Editor shall also provide an electronic version of the newsletter to the Webmaster for inclusion on the club website.

Membership Chair: The Membership Chair shall be responsible for developing and implementing processes and programs to expand the membership of the club. The Membership Chair shall maintain a current membership roster and email distribution list that will be available to members in good standing upon request.

Program Chair: The Program Chair shall be responsible for recruiting presenters for the club's meetings and making all necessary arrangements for these presenters. The Program Chair shall solicit suggestions for presenters from the general membership and Executive Committee. The committee shall obtain a brief presentation description and biographical paragraph from each presenter and convey these items to the Newsletter Editor. The Program Chair is expected to remain within financial guidelines set by the Executive Committee in managing outlays for honoraria and travel expenses of presenters.

Webmaster: The Webmaster shall maintain the club website and update website information in a timely manner. The Webmaster shall also be responsible for meeting the requirements of the club's hosting service and maintaining the club's domain name.

Ad-hoc Committees

The President may create a temporary volunteer position or establish an ad-hoc committee at any time as needed to carry out activities of the club. The volunteer or ad-hoc committee chair may attend Executive Committee meetings but will not be entitled to vote unless s/he is already a voting member of the Executive Committee.

Membership and Dues

Membership is open to any and all individuals. Membership categories and dues shall be set by a vote of the general membership. Dues shall be paid beginning in September of each year. Members who have not paid dues by December 31 will be removed from the membership roster. A member who has paid dues for the current operating year (September 1 through August 30) shall be considered in good standing.

Meetings

General: General monthly meetings shall be scheduled regularly September through May at a time agreed upon by the general membership. A simple majority of members present at a general meeting may take action on any proposal put forth to the club, provided a quorum is present, unless specified otherwise in these by-laws. Fifteen (15) members in good standing or 60% of the current membership in good standing, whichever is less, shall constitute a quorum for official club business. Robert's Rules of Order will apply.

Executive: The Executive Committee shall meet on a regular schedule agreed upon by its members. A simple majority of Executive Committee members present at an executive meeting may take action for the good of the club, provided a quorum is present. Five (5) members of the Executive Committee in good standing or a simple majority of the Executive Committee members in good standing, whichever is less, shall constitute a quorum for official club business. Executive meetings are open to the general membership in order to encourage the active participation of all members.

Board of Directors: The Board of Directors shall meet separately from the Executive Committee only if needed to discuss and take action on legal or ethical matters.

Motions and Voting

If a quorum is present, any member in good standing can bring forth motions during any general club meeting. Another member in good standing prior to opening discussions must second any motion brought forth. Once discussion has ended a vote on the motion will take place, or the motion will be tabled. A simple majority vote of members present is needed for the motion to pass.

Compensation

No club officer, committee member, or volunteer may receive compensation for his/her service to the club as a club member. This does not, however, preclude payment to a member for professional services rendered to the club. Also any member may be reimbursed for expenses on behalf of the club as approved by the Executive Committee.

Indemnification

The club shall indemnify, defend, and hold harmless the officers, committee chairs, and volunteers against any claims brought against them in connection with authorized activities of the club, to the fullest extent provided or allowed by the laws of the state of Washington.

Auction

A club auction is to be held on a biennial cycle for the purpose of raising funds to be used by the club. One half of the proceeds shall go to the general operating fund and one half to the Bill Alspach & Dave Engerbretson Memorial Scholarship, until such time as the scholarship is deemed to be adequately funded in perpetuity.

Awards

The Bill Alspach & Dave Engerbretson Memorial Scholarship: This scholarship shall be awarded annually, or at the discretion of the Executive Committee, to one or more students at Eastern Washington University, Lewis-Clark State College, the University of Idaho, or Washington State University. Any currently enrolled undergraduate or graduate student involved with fisheries research and management, natural resources management and conservation, fishing education or other work fostering the knowledge of fisheries or fishing shall be eligible for this award. Preference should be given to individuals who are involved with the conservation and restoration of wild fish, fisheries management, and/or stream and habitat restoration through research, education, or extension.

The President may appoint the Past President or other member in good standing to arrange publicity for the scholarship, assemble applications, and coordinate the selection process by the Executive Committee. The Executive Committee shall be responsible for decisions regarding fund raising activities, application guidelines, and awarding the scholarship.

The Steve Allured - Benton Collins Award: The Steve Allured-Benton Collins Memorial Award shall be given annually, or at the discretion of the Executive Committee, to a member of the club in recognition of outstanding contributions to the activities of the Clearwater Fly Casters, conservation, and the sport of fly-fishing. The recipient shall receive a certificate in recognition of the award. The recipient also receives a framed display case of flies that was put together by Steve Allured and Dave Engerbretson, which shall be passed on to the succeeding winner.

The President shall appoint a selection committee consisting of three past winners of the award. The most recent recipient, if available, should chair the selection committee. The selection committee may receive nominations in secret from any current or former club member. The selection committee shall forward its recommendation to the Executive Committee for approval.

Dissolution

The club may be dissolved only by two-thirds vote of the total general membership at a general meeting. Advance notice of the proposal for dissolution must be provided to all members via mail, email, telephone, or other generally accepted means of communication at the time, at least 10 days in advance of the general meeting.

In the event of dissolution, club assets shall first be used to pay any and all liabilities and obligations of the club. Remaining assets shall be conveyed to the Federation of Fly Fishers without restriction.